

TRINITY INDUSTRIES LEASING COMPANY  
3910 Washington Avenue  
Houston, Texas 77007  
(713) 861-2955

June 23, 1988

RECORDATION NO. 15494-5

BY FEDERAL EXPRESS

JUN 23 1988 - 10 24 AM

Secretary  
Interstate Commerce Commission  
Twelfth Street & Constitution Avenue  
Washington, D.C. 20423  
Attention: Ms. Mildred Lee, Room 2303

RE: Documents for Recordation

Dear Ms. Lee:

In accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Three (3) executed originals of a Supplemental Agreement No. 2 (the "Supplement"), a secondary document, dated as of June 23, 1988, between Trinity Industries Leasing Company, a Delaware corporation, and MTrust Corp, National Association, a national banking association, as Trustee; and

2. Three (3) executed originals of an Assignment, a secondary document, dated June 23, 1988, between Trinity Industries Leasing Company ("Assignor") and MTrust Corp, National Association, a national banking association, as Trustee ("Assignee"); and

3. Three (3) executed originals of a Bill of Sale, a secondary document, dated March 22, 1988, between Trinity Industries Leasing Company ("Seller") and MTrust Corp, National Association, a national banking association, as Trustee ("Buyer").

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 3910 Washington Avenue, Houston, Texas 77007, and the address of MTrust Corp, National Association, the Trustee, is 1717 Main Street, Twelfth Floor, Dallas, Texas 75201.

The railroad equipment covered by (1) the Supplement and the Assignment is described in Exhibit A attached hereto and (2) the Bill of Sale is described in Exhibit B attached hereto. The foregoing railroad equipment consists solely of tank cars.

INTERSTATE COMMERCE COMMISSION

JUN 23 1988 10 20 AM

RECORDATION NO. 15494-4

RECORDATION NO. 15494-5

JUN 23 1988 - 10 22 AM

INTERSTATE COMMERCE COMMISSION

Date 6-23-88  
39.00

Copy to - Mildred B. Lee

Enclosed is a certified check in the amount of \$39.00 to cover the recordation fee.

You are hereby authorized to deliver any unneeded copies of the Supplement, Assignment and the Bill of Sale, with filing data noted thereon, following recordation thereof, to the representative of Gardner, Carton & Douglas, who is delivering this letter and said enclosures to you.

The Supplement, Assignment and Bill of Sale relate to an Equipment Trust Agreement, a primary document, filed and recorded with the Secretary of the Interstate Commerce Commission on February 4, 1988, under recordation number 1 5494, dated as of January 15, 1988, between Trinity Industries Leasing Company (as Vendor and Lessee), and MTrust Corp, National Association (as Trustee).

A short summary of the documents to appear in the index follows:

Secondary Documents. (i) Supplemental Agreement No. 2, a secondary document, dated as of June 23, 1988, between Trinity Industries Leasing Company, 3910 Washington Avenue, Houston, Texas 77007 and MTrust Corp, National Association, as Trustee, 1717 Main Street, Twelfth Floor, Dallas, Texas 75201, and relating to an Equipment Trust Agreement, a primary document, filed and recorded with the Secretary of the Interstate Commerce Commission under recordation number 1 5494, dated as of January 15, 1988, between Trinity Industries Leasing Company (as Vendor and Lessee), and MTrust Corp, National Association, as Trustee, and covering various railroad cars, (ii) Assignment, a secondary document, dated as of June 23, 1988, between Trinity Industries Leasing Company (as Assignor), and MTrust Corp, National Association, as Trustee, and covering various railroad cars and connected to the Equipment Trust Agreement referred to above and (iii) Bill of Sale, a secondary document, dated as of June 23, 1988, between Trinity Industries Leasing Company (as Seller) and MTrust Corp, National Association (as Buyer), and covering various railroad cars and connected to the Equipment Trust Agreement referred to above.

Very truly yours,

TRINITY INDUSTRIES LEASING COMPANY

By:

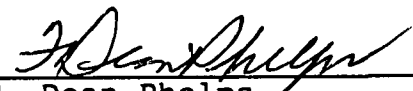
  
F. Dean Phelps  
Vice President  
(713) 861-2955

EXHIBIT A

1. Railroad Car Net Lease Agreement, dated July 1, 1987, between Trinity Industries Leasing Company and Reagent Chemical & Research, Inc. covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
2	20,429 Gal. 111A100W5	RCRX 1256,1259

## EXHIBIT B

1. Railroad Car Net Lease Agreement, dated October 23, 1987, between Trinity Industries Leasing Company and Dow Chemical Company covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
57	26,671 Gal.	DOWX 70050 - 70079
	111A100W1	DOWX 70081 - 70084
	Tank Cars	DOWX 70086 - 70103
		DOWX 70105 - 70109

2. Railroad Car Net Lease Agreement, dated July 1, 1987, between Trinity Industries Leasing Company and Reagent Chemical & Research, Inc. covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
2	20,429 Gal.	RCRX 1256, 1259
	111A100W5	

**Interstate Commerce Commission**  
Washington, D.C. 20423

OFFICE OF THE SECRETARY

6/23/88

F. Dean Phelps  
Vice Pres.  
Trinity Industries Leasing Co.  
3910 Washington Ave.  
Houston, TX 77007

Dear Sir

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/23/88 at 10:20AM, and assigned recordation number(s). 15494-F, G & 15494-H

Sincerely yours,

*Nesta L. McGee*

Secretary

Enclosure(s)

SUPPLEMENTAL AGREEMENT NO. 2 JUN 23 1988 10 44 AM

INTERSTATE COMMERCE COMMISSION

THIS SUPPLEMENTAL AGREEMENT NO. 2 is made and entered into as of the 23rd day of June, 1988, by and among Trinity Industries Leasing Company, a Delaware corporation ("TILC"), and MTrust Corp, National Association, a national banking association, as Trustee ("Trustee").

W I T N E S S E T H :

WHEREAS, Trinity Industries Leasing Company, a Texas corporation and predecessor in interest to TILC ("TILC-Texas"), caused the issuance of \$11,164,000 principal amount at maturity of Equipment Trust Certificates due January 31, 2000 (the "Certificates");

WHEREAS, in connection with the issuance of the Certificates, TILC-Texas and Trustee entered into that certain Equipment Trust Agreement dated as of January 15, 1988;

WHEREAS, TILC, TILC-Texas and the Trustee entered into that certain Supplemental Agreement No. 1, pursuant to which TILC assumed all of the obligations of TILC-Texas under the aforementioned Equipment Trust Agreement (together with the aforementioned Equipment Trust Agreement, the "Agreement");

WHEREAS, in response to a Request delivered by TILC to the Trustee, TILC has obtained the approval of the holders of the outstanding Certificates (i) to include in the trust created pursuant to the Agreement the equipment identified in Exhibit A attached hereto (the "Additional Equipment") and (ii) as to the form and substance of that certain Rider Two (2) to Railroad Car Net Lease Agreement covering the Additional Equipment; and

WHEREAS, pursuant to Section 5.02 of the Agreement, TILC and the Trustee desire to enter into this Supplemental Agreement No. 2 in order to include the Additional Equipment in the Trust Equipment subject to the trust created pursuant to the Agreement.

NOW, THEREFORE, in consideration of the premises, the mutual covenants herein contained and other good and valuable consideration the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

1. The Additional Equipment shall be deemed to be Equipment included as part of the Trust Equipment subject to the Agreement, and shall be subject to all the terms and conditions of the Agreement in all respects as though it had been part of the Trust Equipment described in the Agreement.

2. All capitalized terms used herein shall have the meanings ascribed thereto in the Agreement.

3. Except as otherwise provided herein, the Agreement shall be unaffected hereby and shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this Supplemental Agreement No. 2 to be duly executed, and their respective corporate seals to be hereunto affixed and attested all as of the day and year first above written.

(Corporate Seal)  
Attest:

Neil O. Shoop  
Assistant Secretary

Trinity Industries Leasing Company,  
a Delaware corporation

By: [Signature]  
Vice President

~~(Corporate Seal)~~

Attest:

[Signature]  
Trust Officer

MTrust Corp, National Association,  
a national banking association,  
as Trustee

By: [Signature]  
Vice President

THE STATE OF TEXAS     §  
                                     §  
COUNTY OF DALLAS     §

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared J. Don Phelps Vice President of Trinity Industries Leasing Company, a Delaware corporation, known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that the same was the act of the said TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation, and that he executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this the 22nd day of June, 1988.  
(Notarial Seal)

Beverly Baldridge  
Notary Public in and for  
the State of Texas

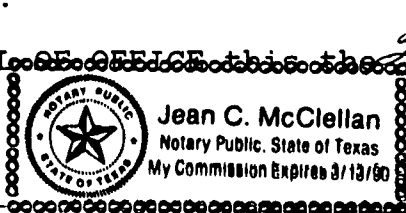
My Commission Expires:  
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THE STATE OF TEXAS     §  
                                     §  
COUNTY OF DALLAS     §

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared Nancy Patterson, Vice President of MTrust Corp, National Association, a national banking association, known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that the same was the act of the said MTRUST CORP, NATIONAL ASSOCIATION, a national banking association, and that She executed the same as the act of such state banking association for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this the 22nd day of June, 1988.  
(Notarial Seal)



Jean C. McClellan  
Notary Public in and for  
the State of Texas

My Commission Expires:  
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EXHIBIT A

1. Railroad Car Net Lease Agreement, dated July 1, 1987, between Trinity Industries Leasing Company and Reagent Chemical & Research, Inc. covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
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